

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
FIRST GUARANTY MORTGAGE CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 22-10584 (CTG)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Related D.I. 328</b>

**NOTICE OF FILING OF SECOND AMENDED PROPOSED ORDER APPROVING DEBTORS' MOTION FOR ENTRY OF ORDER (I) AUTHORIZING (A) PRIVATE SALE AND (B) TRANSFER OF CERTAIN SERVICING RIGHTS AND OBLIGATIONS TO BSI FINANCIAL SERVICES FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND INTERESTS; (II) APPROVING THE TERMS OF THE PURCHASE AND SALE AGREEMENT; (III) APPROVING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS; AND (IV) GRANTING RELATED RELIEF**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. On August 15, 2022, First Guaranty Mortgage Corporation ("FGMC") and Maverick II Holdings, LLC ("Maverick"), the above-referenced affiliated debtor and debtor in possession (together, the "Debtors"), filed the *Debtors' Motion for Entry of Order (I) Authorizing (A) Private Sale and (B) Transfer of Certain Servicing Rights and Obligations to BSI Financial Services Free and Clear of Liens, Claims, Encumbrances, and Interests; (II) Approving the Terms of the Purchase and Sale Agreement; (III) Approving the Assumption and Assignment of Certain Executory Contracts; and (IV) Granting Related Relief* [D.I. 328] (the "Motion") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court").<sup>2</sup>

---

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: First Guaranty Mortgage Corporation (9575); and Maverick II Holdings, LLC (5621). The Debtors' mailing address is 5800 Tennyson Parkway, Suite 450, Plano, TX 75024.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

2. The Motion attached the proposed order to approve the Motion (the “Proposed Order”) as Exhibit A.

3. After the filing of the Motion and the Proposed Order, the Debtors finalized a settlement agreement (the “Settlement Agreement”) with Freddie Mac, which was filed on August 17, 2022 [D.I. 343]. Pursuant to the Settlement Agreement, the Debtors agreed to incorporate certain language in the Proposed Order which was filed on August 17, 2022 [D.I. 340] (the “Amended Proposed Order”), along with a blacklined copy of the Amended Proposed Order reflecting changes to the previously filed Proposed Order.

4. In addition to obtaining consent from Freddie Mac, contingent upon the approval of the Settlement Agreement, the Debtors (i) continued discussions and negotiations with Fannie Mae and Ginnie Mae to obtain their respective consents and (ii) incorporated any necessary language into the Amended Proposed Order to address their respective concerns. In addition, the Debtors received comments from the Office of the United States Trustee (the “USTO”), Customers Bank and various other warehouse lenders regarding the Amended Sale Order.

5. Consequently, attached hereto as **Exhibit A** is the second amended proposed form of order (the “Second Amended Proposed Order”) to address the comments received from the all of the parties referenced above.

6. A blacklined copy of the Second Amended Proposed Order is attached hereto as **Exhibit B** reflecting changes to the previously filed Amended Proposed Order.

7. The Debtors intend to present the Second Amended Proposed Order to the Bankruptcy Court at the hearing convened on the Motion on August 31, 2022 before the Honorable Craig T. Goldblatt, United States Bankruptcy Judge, United States Bankruptcy Court

for the District of Delaware, 824 Market Street, Third Floor, Courtroom No. 7, Wilmington, Delaware 19801.

Dated: August 30, 2022

**PACHULSKI STANG ZIEHL & JONES LLP**

/s/ Mary F. Caloway

Laura Davis Jones (DE Bar No. 2436)  
Timothy P. Cairns (DE Bar No. 4228)  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, Delaware 19899 (Courier 19801)  
Tel: (302) 652-4100  
Fax: (302) 652-4400  
Email: [ljones@pszjlaw.com](mailto:ljones@pszjlaw.com)  
[tcairns@pszjlaw.com](mailto:tcairns@pszjlaw.com)

-and-

Samuel R. Maizel (*Pro Hac Vice*)  
Tania M. Moyron (*Pro Hac Vice*)  
**DENTONS US LLP**  
601 S. Figueroa Street #2500  
Los Angeles, CA 90017  
Telephone: (213) 623-9300  
Email: [samuel.maizel@dentons.com](mailto:samuel.maizel@dentons.com)  
[tania.moyron@dentons.com](mailto:tania.moyron@dentons.com)

Lynn P. Harrison III (*Pro Hac Vice* pending)  
Lauren Macksoud (*Pro Hac Vice*)  
Claude D. Montgomery (*Pro Hac Vice*)  
**DENTONS US LLP**  
1221 Avenue of the Americas  
New York, NY 10020  
Telephone: (212) 632-8390  
Email: [lynn.harrison@dentons.com](mailto:lynn.harrison@dentons.com)  
[lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)  
[claudemontgomery@dentons.com](mailto:claudemontgomery@dentons.com)

*Counsel to Debtors and Debtors in Possession*